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UNITED STATES DISTRICT COURT
 DISTRICT OF NEVADA

ORACLE USA, INC., a Colorado corporation;
 ORACLE AMERICA, INC., a Delaware
 corporation; and ORACLE INTERNATIONAL
 CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
 SETH RAVIN, an individual,

Defendants.

Case No 2:10-cv-0106-LRH-PAL

**ORACLE'S MOTION TO SEAL
 PORTIONS OF ORACLE'S REPLY IN
 SUPPORT OF ITS MOTION FOR
 COSTS AND ATTORNEYS' FEES
 AND SUPPORTING DECLARATIONS**

Pursuant to the Stipulated Protective Order governing confidentiality of documents entered by the Court on May 21, 2010, Dkt. 55 (“Protective Order”), and Rules 5.2 and 26(c) of the Federal Rules of Civil Procedure, Plaintiffs Oracle USA, Inc., Oracle America, Inc., and Oracle International Corporation (collectively “Oracle”) respectfully request that the Court order the Clerk of the Court to file under seal certain portions of (1) Oracle’s Reply In Support Of Its Motion For Costs And Attorneys’ Fees (“Oracle’s Reply”); (2) Declarations of Thomas S. Hixson (“Hixson Declaration”), Richard M. Pearl (“Pearl Declaration”), Elizabeth A. Dean (“Dean Declaration”), and Ronald Essig (“Essig Declaration”); and (3) certain exhibits accompanying the Hixson Declaration and the Essig Declaration. These portions of Oracle’s Reply and supporting documents reflect information that Oracle or Rimini Street, Inc. (“Rimini”) has designated “Confidential Information” or designated “Highly Confidential - Attorneys’ Eyes Only” under the Protective Order. Public, redacted versions of Oracle’s Reply, the Hixson Declaration and Exhibits E-J attached thereto, Pearl Declaration, Dean Declaration and the Essig Declaration and Exhibits A and B attached thereto, *see* Dkts. 1018-1022, 1028, and an unredacted version of each was subsequently filed under seal with the Court, *see* Dkts. 1023-1027.

The Protective Order states, “Counsel for any Designating Party may designate any Discovery Material as ‘Confidential Information’ or ‘Highly Confidential Information – Attorneys’ Eyes Only’ under the terms of this Protective Order *only if such counsel in good faith believes that such Discovery Material contains such information and is subject to protection under Federal Rule of Civil Procedure 26(c)*. The designation by any Designating Party of any Discovery Material as ‘Confidential Information’ or ‘Highly Confidential Information – Attorneys’ Eyes Only’ shall constitute a representation that an attorney for the Designating Party reasonably believes there is a valid basis for such designation.” Protective Order ¶ 2 (emphasis supplied).

**DOCUMENTS DESIGNATED BY ORACLE AS CONFIDENTIAL OR HIGHLY
CONFIDENTIAL – ATTORNEYS’ EYES ONLY**

Oracle has designated Exhibit F to the Hixson Declaration, Exhibits A and B to the Essig Declaration, portions of those declarations, and portions of the Declarations of Richardson, Pearl and Essig as Confidential Information (“Confidential”) or Highly Confidential Information – Attorneys’ Eyes Only (“Highly Confidential”). Oracle requests that the Court order the Clerk of the Court to file those exhibits and portions under seal, as well as certain portions of Oracle’s Reply that reflect the information contained in the aforementioned exhibits and declarations for “good cause”. *Selling Source, LLC v. Red River Ventures, LLC*, 2:09-CV-01491-JCM, 2011 WL 1630338, at *1 (D. Nev. Apr. 29, 2011) (citing *Phillips v. General Motors*, 307 F.3d 1206, 1210, 1213 (9th Cir. 2002)).

The “Confidential” designation indicates that, in Oracle’s best judgment, the documents contains “non-public information or matter related to: financial or business plans or projections; . . . current or future business and marketing information, plans, and strategies; studies or analyses by internal or outside experts; customer information, data or lists; . . . competitive analyses; . . . or other commercially or personally sensitive or proprietary information.” Protective Order ¶ 3. The “Highly Confidential” designation indicates that in Oracle’s best judgment, the documents contains “extremely sensitive, highly confidential, non-public information, consisting either of trade secrets or other highly confidential documents related to current or future business plans, protocols or strategies, the disclosure of which to the Receiving Parties or non-parties (other than the Designating Party) would be likely to cause competitive or business injury to the Designating Party.”

In particular, portions of Oracle’s Reply; Exhibit F to the Hixson Declaration, Exhibits A and B to the Essig Declaration, portions of those declarations, and portions of the Declarations of Richardson, Pearl and Essig, contain confidential competitive information of negotiated billing rates between Oracle and its attorneys, experts and other vendors, and sensitive, case-specific pricing information. Further, the documents reveal the details of Oracle’s relationships with these companies, and the terms of their agreements, which are also negotiated. These negotiated

1 billing rates and agreement terms are commercially sensitive and should not be publically
 2 disclosed insofar as any such disclosure would create a competitive disadvantage. *Apple Inc. v.*
 3 *Samsung Electronics Co., Ltd.*, 727 F.3d 1214, 1221 (Fed. Cir. 2013) (“One factor that weighs in
 4 favor of sealing documents is when the release of the documents will cause competitive harm to
 5 a business.”)

6 Disclosure of this confidential information could interfere with Oracle’s current or future
 7 business relationships or plans. Thus, there is a compelling interest for this information to be
 8 sealed.

9 **DOCUMENTS DESIGNATED BY RIMINI AS CONFIDENTIAL OR HIGHLY**
 10 **CONFIDENTIAL – ATTORNEYS’ EYES ONLY**

11 Rimini has either 1) designated the following documents cited or referred to in Oracle’s
 12 Reply as Confidential or Highly Confidential or 2) in an abundance of caution, Oracle believes
 13 that Rimini intended or intends the following documents have a confidentiality designation:

14 Ex.	Description	Designation
15 Hixson Decl. Ex. E	DTX 3023	Oracle believes that Rimini intended this document be designated Highly Confidential
16 Hixson Decl. Ex G	January 17, 2012 Expert of Daniel S. Levy	Oracle believes that Rimini intended this document be designated Confidential
17 Hixson Decl. Exs. H and I	Rimini’s Rule 68 Settlement Offers	Confidential
18 Hixson Decl. Ex. J	Chart comparing Rimini and Oracle’s 2011 to 2014 litigation expenses	Oracle believes that Rimini intends to designate this document as Highly Confidential

23 Oracle also believes that Rimini intends to designate portions of Oracle’s Reply and
 24 portions of the Hixson Declaration, Richardson Declaration, Pearl Declaration, and Essig
 25 Declaration and the entirety of the Dean Declaration as Confidential or Highly Confidential.

26 Oracle submits these documents under seal pursuant to the Protective Order based on
 27 Rimini’s representation that it reasonably believes there is a valid basis under the Protective
 28

1 Order for its confidentiality designations. Because the documents were designated by Rimini or
2 will likely be designated by Rimini, Oracle is not in a position to provide further justification for
3 why filing them publicly would cause Rimini harm sufficient to show good cause.

4 Oracle has submitted all other portions of Oracle's Reply; the Hixson Declaration,
5 Richardson Declaration, Pearl Declaration, Dean Declaration, Essig Declaration and the exhibits
6 accompanying the Hixson Declaration and the Essig Declaration to the Court's public files,
7 which allow public access to all materials except for the items discussed above. Accordingly,
8 the request to seal is narrowly tailored. For the foregoing reasons, Oracle respectfully requests
9 that the Court grant leave to file under seal the documents discussed above.

10
11 DATED: April 4, 2016

MORGAN, LEWIS & BOCKIUS LLP

12 By: /s/ Thomas S. Hixson
13 Thomas S. Hixson
14 Attorneys for Plaintiffs
15 Oracle USA, Inc.,
16 Oracle America, Inc.,
17 and Oracle International Corp.
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CERTIFICATE OF SERVICE

I certify that on April 4, 2016, I electronically transmitted the foregoing **ORACLE'S**
MOTION TO SEAL PORTIONS OF ORACLE'S REPLY IN SUPPORT OF ITS
MOTION FOR COSTS AND ATTORNEYS' FEES AND SUPPORTING
DECLARATIONS to the Clerk's Office using the Electronic Filing System pursuant to Special
Order No. 109.

Dated: April 4, 2016

Morgan, Lewis & Bockius LLP

By: /s/ Thomas Hixson
Thomas Hixson

Attorneys for Plaintiffs
Oracle USA, Inc.,
Oracle America, Inc. and
Oracle International Corporation